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cont.  
mixing a smectite clay with an anionic polymer to form an anionic polymer treated smectite clay; and

adding the anionic polymer treated smectite clay to a polymer matrix such that the anionic polymer treated smectite clay is exfoliated within the polymer matrix.

11. (amended) The method of claim 10, wherein the anionic polymer is a high charge density anionic polymer.

12. (amended) The method of claim 10, wherein the anionic polymer is a polyacrylate.

13. (amended) The method of claim 10, wherein the anionic polymer is added to the smectite clay at about 0.1 to about 1.0% by weight of the dry smectite clay.

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26. (amended) A nanocomposite prepared by the process comprising:

mixing a smectite clay with an anionic polymer to form an anionic polymer treated smectite clay; and

adding the anionic polymer treated clay to a polymer matrix such that the anionic polymer treated clay is exfoliated within the polymer matrix.

27. (amended) The nanocomposite of claim 26, wherein the anionic polymer is a high charge density anionic polymer.

28. (amended) The nanocomposite of claim 26, wherein the anionic polymer is a polyacrylate.

29. (amended) The nanocomposite of claim 26, wherein the anionic polymer is added to the smectite clay at about 0.1 to about 1.0% by weight of the dry smectite clay.

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B<sup>3</sup> 42. (amended) A composition comprising, an organoclay exfoliated in a polymer matrix, wherein the organoclay comprises a smectite clay, an anionic polymer and a quaternary ammonium compound.

B<sup>4</sup> 49. (amended) The composition of claim 42, wherein the anionic polymer is a high charge density anionic polymer.

50. (amended) The composition of claim 42, wherein the anionic polymer is a polyacrylate.

B<sup>5</sup> 58. (amended) A method of making a clay composition comprising:

contacting a smectite clay with at least one anionic polymer; and

contacting a smectite clay with a quaternary ammonium compound.

B<sup>6</sup> 65. (amended) The method of claim 58, wherein the anionic polymer is a high charge density anionic polymer.

66. (amended) The method of claim 58, wherein the anionic polymer molecule is a polyacrylate.

B<sup>7</sup> 70. (amended) The method of claim 58, comprising adding the smectite clay to water to make an aqueous slurry of the smectite clay prior to contacting the smectite clay with the anionic polymer, wherein the quaternary ammonium compound complexes with both the clay edges and the clay basal surfaces.

71. (amended) The method of claim 58, further comprising adding the smectite clay to water to make an aqueous slurry of the smectite clay; contacting the aqueous slurry of the smectite clay with the anionic polymer and subjecting the aqueous slurry of the smectite clay to a high shear treatment prior to contact with the quaternary ammonium compound.

B<sup>8</sup> 73. (amended) A clay composition prepared by the process comprising:

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cont.

contacting a smectite clay with at least one anionic polymer; and

contacting a smectite clay with a quaternary ammonium compound.

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80. (amended) The composition of claim 73, wherein the anionic polymer is a high charge density anionic polymer.

81. (amended) The composition of claim 73, wherein the anionic polymer is a polyacrylate.

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85. (amended) The composition of claim 73, further comprising adding the smectite clay to water to make an aqueous slurry of the smectite clay prior to contacting the smectite clay with the anionic polymer.

86. (amended) The composition of claim 73, further comprising adding the smectite clay to water to make an aqueous slurry of the smectite clay; contacting the smectite clay with the anionic polymer and subjecting the aqueous slurry of the smectite clay to a high shear treatment prior to contact with the quaternary ammonium compound.

87. (amended) A composition comprising:

a smectite clay;

an anionic polymer; and

a quaternary ammonium compound.

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94. (amended) The composition of claim 87, wherein the anionic polymer is a high charge density anionic polymer.

95. (amended) The composition of claim 87, wherein the anionic polymer is a polyacrylate.